

MEMORANDUM OF LOAN AND SECURITY AGREEMENT
(Equipment Lot SS)

Memorandum of Loan and Security Agreement (Equipment Lot SS), dated as of September 30, 1995, by and between Shawmut Bank Connecticut, National Association, a national banking association, and Frank W. McDonald, Jr., not in their individual capacity but solely as Owner Trustees ("*Lessor*"), and Utrecht-America Finance Co., a Delaware corporation, as Lender (the "*Lender*").


WITNESSETH:

The parties hereto are entering into that certain Loan and Security Agreement (Equipment Lot SS), dated as of September 30, 1995, whereby Lessor agrees to grant to Lender as security for Lessor's performance of its obligations described in said Loan and Security Agreement (Equipment Lot SS) a first priority security interest in, mortgage lien on, and pledge of, all of the Lessor's right, title and interest in, to and under the collateral listed on Exhibit A attached hereto (the "*Collateral*").

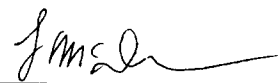
This Memorandum may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

SHAWMUT BANK CONNECTICUT,
NATIONAL ASSOCIATION,
as Owner Trustee, Lessor

By 
Name: **FRANK MCDONALD, JR.**
Title: **VICE PRESIDENT**

FRANK W. McDONALD, JR.,
as Owner Trustee, Lessor

By 

UTRECHT-AMERICA FINANCE CO.

By _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

SHAWMUT BANK CONNECTICUT,
NATIONAL ASSOCIATION,
as Owner Trustee, Lessor

By _____
Name:
Title:

FRANK W. McDONALD, JR.,
as Owner Trustee, Lessor

By _____


UTRECHT-AMERICA FINANCE CO.

By _____
Name: *J. W. Lien 3/1/75*
Title: *Managing Director*
Vice President

[Signature]
Pres.

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 30th day of September 1995, before me personally appeared FRANK W. McDONALD, JR., to me personally known, who being by me duly sworn, said that he is a Vice President of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on such date on behalf of said association on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

GLORIA M. LUGO
NOTARY PUBLIC, State of New York
No. 31-4893483
Qualified in New York County
Commission Expires June 15, ~~1999~~ 1997

[NOTARIAL SEAL]

My commission expires: 6/15/97

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 3rd day of September 1995, before me personally appeared FRANK W. McDONALD, JR., to me personally known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same.


Notary Public

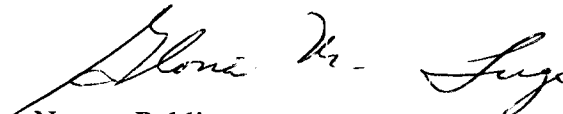
GLORIA M. LUGO
NOTARY PUBLIC, State of New York
No. 31-4893483
Qualified in New York County
Commission Expires June 15, ~~1996~~ 1997

[NOTARIAL SEAL]

My commission expires: 6/15/97

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 30th day of September 1995, before me personally appeared J.W. den Baas, to me personally known, who being by me duly sworn, said that he is a Vice President of UTRECHT-AMERICA FINANCE CO., that said instrument was signed on such date on behalf of said corporation on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

GLORIA M. LUGO
NOTARY PUBLIC, State of New York
No. 31-4893483
Qualified in New York County
Commission Expires June 15, ~~1999~~ 1997

[NOTARIAL SEAL]

My commission expires: 6/15/97

EXHIBIT A

	Comet #	Serial #
22 units 1988 Comet II	5755	302
	5756	303
	5757	304
	5758	305
	5759	306
	5760	312
	5761	313
	5762	314
	5763	315
	5764	316
	5765	317
	5766	318
	5767	319
	5768	320
	5769	321
	5770	322
	5771	323
	5820	307
	5821	308
	5822	309
	5823	310
	5824	311
34 units 1991 Comet III Trailer	5500	559
	5501	560
	5502	562
	5503	563
	5504	565
	5505	567
	5506	569
	5507	570
	5508	572
	5509	574
	5510	576
	5511	577
	5512	579
	5513	581
	5514	582
	5515	584
	5516	586
	5517	588
	5518	590
	5519	592
	5520	594
	5521	595
	5522	596

	Comet #	Serial #
	5523	597
	5524	598
	5525	599
	5526	600
	5527	601
	5528	602
	5529	603
	5530	604
	5531	605
	5532	606
	5533	607
	5200	564
	5201	566
6 units	5202	587
1991 Comet III	5203	589
Trailer with toilets	5204	591
	5205	593